

RECORDATION NO. 26194-E FILED

DEC 21 '10 -12 35 PM

SURFACE TRANSPORTATION BOARD

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December 21, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment, dated as of December 21, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Supplement to Lease (Schedule No. 3) previously filed with the Board under Recordation Number 26194-C.

The names and addresses of the parties to the enclosed document are:

Assignor: RBS Asset Finance, Inc.
480 Jefferson Blvd.
Warwick, RI 02886

Assignee: GATX Corporation
Four Embarcadero Center, Suite 2100
San Francisco, CA 94111

Section Chief
December 21, 2010
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A description of the railroad equipment covered by the enclosed document is:

105 FreightCar America rotary AutoFlood III aluminum hopper cars within the series CAEG 826142 - CAEG 826380 as set forth on the document.

A short summary of the document to appear in the index is:

Memorandum of Lease Assignment.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE ASSIGNMENT

DEC 21 '10 -12 35 PM

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease Assignment, dated as of December 21, 2010, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and GATX Corporation, a New York corporation ("Assignee").

Pursuant to that certain Master Rail Lease Agreement No. 1, dated as of February 3, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and Ameren Energy Generating Company, an Illinois corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 3 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment"). A Memorandum with respect to the Equipment Schedule was duly filed with the Surface Transportation Board under recordation number 26194-C.

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

By 

Name Soula Perakis

Title Assistant Vice President

GATX CORPORATION, Assignee

By 

Name Linda Hexem

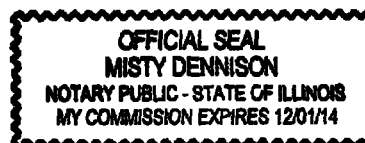
Title Vice President and Managing Director
Structured Finance

State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Soula Perakis, its Assistant Vice President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 21st day of December, 2010.

Misty Dennison
Notary Public




STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On December 20, 2010, before me, Nicholette Maris, Notary Public, personally appeared Linda Hexem, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

Witness my hand and official seal.



Notary Public
My Commission expires: May 17, 2011

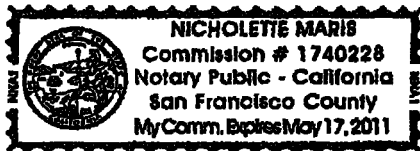


EXHIBIT A
to
MEMORANDUM OF LEASE ASSIGNMENT

1. **Equipment Schedule:** Equipment Schedule No. 3.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 3 is 240 months commencing as of March 1, 2006.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 3 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

105 – FreightCar America Rotary AutoFlood III, Aluminum Hopper Railcars bearing the following identification marks:

CAEG 826142 – 826157
826159 – 826167
826169
826171 – 826177
826179
826183
826185 – 826188
826190 – 826200
826203
826205
826242
826259
826309
826329 – 826338
826340
826342 – 826380

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12/21/10



Robert W. Alvord